

RECORDATION NO. 20367-C FILED

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SURFACE TRANSPORTATION BOARD

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December 5, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Release of Security Interest (Union Pacific Equipment Trust Series H), dated as of December 1, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Trust Agreement previously filed with the Board under Recordation Number 20367.

The name and address of the party to the enclosed document are:

Trustee:	The Bank of New York Mellon Trust Company, N.A. (successor to Mellon Bank, N.A.) 2 North LaSalle Street, Suite 1020 Chicago, Illinois 60602
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Chief
Section of Administration
December 5, 2011
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A description of the railroad equipment covered by the enclosed document is.

43 locomotives RELEASED formerly within the series UP 7000 - UP 8074, but renumbered within the series UP 6888 – UP 8074 as more particularly set forth in the attachment to the document

A short summary of the document to appear in the index is:

Bill of Sale and Release of Security Interest (Union Pacific Equipment Trust Series H).

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,



✓ Edward M Luria

EML/sem
Enclosures

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UNION PACIFIC EQUIPMENT TRUST SERIES H
BILL OF SALE AND RELEASE OF SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

WHEREAS, by a certain Equipment Trust Agreement, dated as of November 15, 1996, executed by The Bank of New York Mellon Trust Company, N.A. (successor to Mellon Bank, N.A.), as Trustee (the "Trustee") and Union Pacific Railroad Company (the "Railroad"), there was established the "Union Pacific Equipment Trust Series H" (the "Agreement");

WHEREAS, by the terms of said Agreement, as supplemented from time to time, the Trustee did lease to the Railroad certain units of railroad equipment described in Exhibit A attached hereto (the "Equipment");

WHEREAS, a memorandum of the Agreement was filed on November 18, 1996 under Recordation Number 20367 with the Surface Transportation Board pursuant to the provisions of 49 U.S.C Section 11303, and a memorandum of the Agreement was deposited on November 18, 1996 with the Registrar General of Canada pursuant to Section 90 of the Railway Act; and

WHEREAS, the Railroad has paid in full the indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement, and has performed all obligations therein contained with respect thereto.

NOW THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge that the Agreement has been satisfied in full with respect to the Equipment; (b) sell, assign, convey, and transfer to the Railroad all its right, title and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, liabilities, claims, security interests and encumbrances, of any person whatsoever, created or retained by the Agreement.

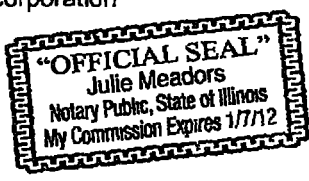
IN WITNESS WHEREOF, the Trustee, as aforesaid, has caused its corporate name to be hereunto subscribed by its officer thereunto duly authorized this 1st day of December, 2011.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A. (successor to MELLON
BANK, N.A.)

By: [Signature]
Title: VICE PRESIDENT

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

On this 5th day of December 2011, before me personally appeared D. G. DONOVAN, to me personally known, who, being by me duly sworn, did say that he/she is VICE PRESIDENT of The Bank of New York Mellon Trust Company, N.A. (successor to Mellon Bank, N.A.), that the foregoing document was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of said instrument was the free act and deed of the corporation



[Signature]
NOTARY PUBLIC

EXHIBIT A

Quantity	Manufacturer & Description	Mark	Original Number	1st Renumber*	2nd Renumber**
4	GE Transportation System (General Electric Company) AC6000CW diesel electric locomotives	UP	7000	7500	6888
		UP	7001	7501	6889
		UP	7002	7502	6890
		UP	7009	7509	6897
19	GE Transportation System (General Electric Company) AC4400/6000CW diesel electric locomotives	UP	7061		
		UP	7062		
		UP	7063		
		UP	7064	7390	7066
		UP	7065	7391	7052
		UP	7066	7392	7054
		UP	7067	7393	7057
		UP	7068	7394	7016
		UP	7069		
		UP	7070		
		UP	7071		
		UP	7072	7398	7035
		UP	7073		
		UP	7074		
		UP	7075	7401	7064
		UP	7076		
		UP	7077		
		UP	7078		
		UP	7079		
20	Electro-Motive Division, General Motors Corp. SD90MAC diesel electric locomotives	UP	8055		
		UP	8056		
		UP	8057		
		UP	8058		
		UP	8059		
		UP	8060		
		UP	8061		
		UP	8062		
		UP	8063		
		UP	8064		
		UP	8065		
		UP	8066		
		UP	8067		
		UP	8068		
		UP	8069		
		UP	8070		
		UP	8071		
		UP	8072		
		UP	8073		
		UP	8074		

* Statement of Change in Reporting Marks and/or Road Number filed with the STB on December 18, 2008 (Recordation File No. 20367-A).

** Statement of Change in Reporting Marks and/or Road Number filed with the STB on November 10, 2011 (Recordation File No. 20367-B).

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 12/5/11

Edward M Luria
Edward M Luria